
Reg BI Disclosures: Important Investor Information

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IMPORTANT INVESTOR INFORMATION

Overview This document contains important information about how Sequence Financial Specialists (“SFS”), an SEC-registered broker-dealer, makes investment recommendations (“Recommendations”) to retail customers. When SFS makes a Recommendation to you, it is doing so as a broker-dealer, and the Recommendation will be made in your best interest, without placing the interest of SFS ahead of your interests. Below you will find more detailed information regarding the types of products SFS may recommend, the fees and expenses associated with these Recommendations, and material facts about the conflicts of interest that are associated with the Recommendations we make. This document is supplemental to other disclosure documents you have previously received that also contain relevant and important information, such as the SFS Form CRS. SFS currently offers two types of Recommendations: (1) EB5 Private Placements and (2) Non EB5 Private Placements. Each type is explained in detail below, in separate sections.

We encourage you to read the contents of this document and reach out to your Financial Professional if you have any questions.

SECTION I—SEQUENCE FINANCIAL SPECIALISTS LLC

CAPACITY

Broker-Dealer

Sequence acts in the capacity of a broker-dealer and does not offer investment advisory accounts or services. As a broker-dealer, we will not monitor, review, or update any recommendations or investments. Our recommendations apply only at the time we make them.

FINANCIAL PROFESSIONALS

We generically refer to our registered representatives who make recommendations on our behalf as “Financial Professionals”; your Financial Professional may use other professional titles or designations. Regardless of your Financial Professional’s title, all recommendations provided to you will be made in a broker-dealer capacity.

STANDARD OF CONDUCT—REGULATION BEST INTEREST

Under the SEC’s Regulation Best Interest, each U.S. registered broker-dealer entity and its associated persons (including your Financial Professional) are required to act in the best interest of a retail client (such as a natural person using our services primarily for personal, family, or household purposes) at the time a securities transaction or investment strategy involving securities is recommended.

You should understand that, as a broker-dealer, we have conflicts of interest when we make a recommendation of a securities transaction or investment strategy involving securities, including that we are compensated based on the sale of securities to you, and that we recommend securities for which we may act as a placement agent, have an ownership in or participate as an investor. These conflicts of interest are described in greater detail below. When Regulation Best Interest applies, Financial Professionals may be required to disclose additional information specific to them, such as material limitations on the securities or investment strategies involving securities that they may recommend, differences in their investment approach from ours generally, and any conflicts of interest that may be unique to them. If that is the case, then your Financial Professional will disclose such additional information to you orally or in writing before or at the time they make the recommendation to which that additional information relates.

SECTION II—SCOPE OF SERVICES

Sequence is a limited purpose broker-dealer primarily providing a variety of consulting and advisory services to U.S. companies regarding mergers and acquisitions/financing; and to international investors seeking to invest or acquire businesses to secure an E-2 visa or EB-1C green card.

We may also act as a placement agent for various Regulation D (including EB-5 program) private placements, and Regulation A and Regulation S offerings. In some cases, we work with issuers to help structure the offerings and then sell those offerings to individual investors. Because of the risks associated with these investments, we only offer to “accredited investors” who have the financial means to afford those risks.

Due to the type and structure of these investments, once purchased the investments are held at the sponsor/issuer. Sequence does not open traditional brokerage accounts. Statements and other relevant information are provided by the product sponsor/issuer.

PRODUCT LIMITATIONS

We do not offer all types of securities but limit investment opportunities available to private placements, unregistered interests, and specific other securities. Recommendations for investing are limited to those product offerings we are actively representing.

PRODUCT DESCRIPTION

Private placements and other non-registered alternative equity investments are purchases of shares of securities issued by individual private companies to a limited group of potential investors, which are not traded on an exchange and which are exempt from registration based on various exemptions offered by the SEC, such as Regulation D, Regulation S, and Regulation A. Equity ownership may have a different format depending on the capital structure of a company. For example, ownership interests in Limited Partnerships (LPs) and Limited Liability Companies are not structured as “shares,” but instead are typically structured as “units” (i.e., LP or Member Units), usually for the purpose of maximizing tax efficiency. Product features may include:

- Some offer dividends or interest payments.
- Some offer profits interest.
- Some have voting rights.
- Minimum investment amounts can fluctuate substantially depending on the offering.
- Most offerings may only be available for accredited investors.

ADDITIONAL INFORMATION, GENERALLY

These products generally have offering documents that are created by the issuer to provide additional information specific to that product, including specific conflicts of interest. Offering documents are often referred to as “private placement memorandums,” “official statements,” “offering circulars,” or “offering memoranda.” It is imperative that you read and understand a product’s relevant offering documentation prior to deciding to invest in that product. You will also be subject to additional terms, conditions, and disclosures in additional agreements, documents, and other disclosures provided to you.

INVESTMENT APPROACH

Your Financial Professional will seek to understand your objectives through clear communication with you about your financial situation, as well as your unique needs and preferences, prior investment experience, risk tolerance, and other important information about you. Your Financial Professional’s recommendations are based on the information you provide. With that in mind, please notify your Financial Professional of any changes or corrections to your financial or personal circumstances prior to making your final investment decision.

SECTION III—BROKERAGE FEES

When investing in the private securities offerings we represent, you will likely incur transaction charges when you buy securities, including commissions and administration fees on securities transactions. You will pay costs and fees whether you make or lose money on your investments. Costs and fees will reduce any amount of money you make on your investments over time. Please make sure you understand what costs and fees you are paying.

TRANSACTION CHARGES

Certain charges are levied on the purchase of the securities we offer. These charges, commonly referred to as “commissions,” are calculated based on the principal purchase amount involved.

Typically, a brokerage commission and other transaction fees are charged to clients by adding to the principal amount of a purchase. For EB-5 securities offerings, you will also pay additional fees in the form of an “Administrative Fee” in addition to the subscription price of the EB-5 offering, a portion or all of which is generally paid to us as a commission for recommending the offering to you. The specific fees and expenses associated with a private placement or other unregistered security offering are listed in the Private Placement Memorandum (“PPM”) or similar offering document. Exact terms of fees and expenses vary between each security offering and should be considered carefully as part of your investment decision.

SECTION IV- POTENTIAL CONFLICTS OF INTEREST

Potential conflicts of interest exist when we provide services to you. The mere presence of a conflict of interest does not imply that harm to your interests will occur, but it is important that we acknowledge the presence of such conflicts. Below you will find additional information related to potential conflicts of interest. This information is not intended to be an all- inclusive list of potential conflicts, but generally describes those conflicts that may be material to you. In addition to this disclosure, conflicts of interest are disclosed to you in various agreement(s) and disclosure documents and other information we make available to you.

TRANSACTION-BASED CONFLICTS

Typically, our conflicts of interest are the result of compensation structures and other financial arrangements among Sequence, our Financial Professionals, clients and third parties. Securities rules allow us and our Financial Professionals to earn compensation when we provide brokerage services to you. However, the compensation that we and our Financial Professionals receive from you varies based upon the product or service you purchase and typically carries higher fees than other types of securities we don’t offer, which may create a financial incentive for Sequence to sell products and services to you that generate compensation. We maintain policies, procedures and code of ethics designed to ensure that these conflicts are managed appropriately.

PERSONAL TRADING ACTIVITIES

Our Financial Professionals may invest in the same private placements offered to clients when permitted by the Issuer. This may create a conflict of interest in that they may invest without paying a commission. Sometimes, additional fees are earned based on the total amount raised or a minimum amount raised. We maintain policies, procedures and a code of ethics designed to assure that the personal securities transactions, activities, and interests of our Financial Professionals will not interfere with making decisions in the best interests of our customers or implementing such decisions while, at the same time, permitting our Financial Professionals to invest.

COMPENSATION RECEIVED BY FINANCIAL PROFESSIONALS

Our Financial Professionals consist of both salaried personnel and independent contractors, some of whom may receive a discretionary bonus based upon their individual performance and firm performance. Our Financial Professionals most often are independent contractors who receive a portion of upfront fees paid to us, and commissions for the sales of securities issued. We maintain policies and procedures designed to ensure that these conflicts are managed appropriately.

NON-CASH COMPENSATION

We may also receive various forms of non-cash compensation from product vendors who sell or issue securities. Among other things, we may receive payment of expenses related to training and educational efforts directed towards Financial Professionals, including participation in conferences organized or sponsored by us to provide generalized information not specific to any product. We maintain policies and procedures and code of ethics designed to ensure that these conflicts are managed appropriately.

INVESTMENT RISKS

All investment recommendations and activities involve risk, including the risk that you may lose your entire principal. Investments generally viewed as higher-risk, including private placements and other unregistered securities, may have the potential for higher returns but also greater losses, including the very real risk that you will lose your entire investment. It is extremely important for you to understand these risks. You should only consider investing in higher-risk investments if your “risk tolerance” (meaning the amount of risk or loss you are willing and able to accept in order to achieve your investment goals) is extremely high. Any recommendations are based in part on your risk tolerance and investment objective.

UNREGISTERED ALTERNATIVE INVESTMENTS

Private placements and other unregistered securities are generally speculative, illiquid, and often include significant and unique risks, including the total loss of investment. While Sequence takes reasonable care in determining the investment opportunities that we offer, there is no guarantee that the securities we offer will perform as anticipated. Please consult the security's available PPM or other offering documents for a discussion of risks associated with the investment. These documents contain important information about a particular company's or investment's business, operations, financial condition, and risks. ***The following risks represent a summary of risk factors, but are not meant to be all inclusive:***

- **Investments are Generally Risky and there is No Guarantee of Success.** Private placements and other unregistered security investments bear the risk of partial or complete loss of capital. There is no guarantee that an investment will be profitable, and the entire investment may be lost.
- **Illiquid Securities.** Private placements and other unregistered securities are not registered or listed for trading on any public exchanges, and consequently have limited or no transferability. As a result, investors may not be able to liquidate their interest in an issuer. Because of a variety of restrictions upon the transferability of the issuance, including restrictions imposed by federal securities laws, an investor may be required to retain their investment indefinitely. As a result, there may never be a market of any kind for the purchase and sale of the interests, and prospective investors must understand that this increases the overall risk of the investment.
- **The Economy and Volatile Capital Markets.** Conditions in the global capital markets and the economy generally materially affect all issuers. Similarly, concerns over inflation, energy costs, geopolitical issues, the availability, and the cost of credit may contribute to increased volatility and diminished expectations for the economy the markets or this investment going forward. These factors, among others not listed, may contribute to the increased likelihood of failure by the issuer, and loss of the entire investment. Small and new businesses may be particularly susceptible to such factors and conditions.
- **Forward-Looking Statements.** The materials provided to the investor may contain forward-looking statements including without limitation words and expressions such as “will be”, “believe”, “anticipate”, “intend”, “plan”, “seek”, “expects”, “estimates”, “projects” and similar words and expressions. Such statements regarding future events and/or the future financial performance of an issuer are subject to certain risks and uncertainties which could cause actual events or the actual future results of the investment and the issuer to differ materially from such forward-looking statements. Certain of these risks include

changes in the markets in which the issuer operates, technological advances, changes in applicable regulations and new entries into the market. In light of the significant risks and uncertainties inherent in the forward-looking statements included, the inclusion of such statements should not be regarded as a representation by the issuer or any other person that the objective and plans of the issuer will be achieved, and the investor should understand that there is a significant risk that they will not be achieved.

- **Immigration Risk.** For the securities offerings, consulting services and other services and transactions we engage in that are related to various immigration programs of the United States, such as EB-5, E-2 and EB-1C, among others, such transactions are subject to the various immigration regulations that are in place and subject to interpretation and change by the United States Citizenship & Immigration Service, and may result in the immigration benefit being offered by these related securities offerings may be denied to you due to a variety of circumstances, including the elimination or adjustment of such immigration regulations that no longer make the immigration benefit available prior to you obtaining such desired immigration benefit.
- **Default Risk:** An obligor's inability to remain solvent and pay any outstanding obligations, including anticipated investor payments, in a timely manner.

The risks of each issuer, private placement and other unregistered security are unique. Accordingly, it is extremely important for the investor to review the PPM or other offering material, understand the unique risks of the particular investment under consideration, and ask additional questions about the business practices and risks.

Sequence takes reasonable care in developing and making Recommendations to you. However, securities involve risk, and you may lose money. There is no guarantee that you will meet your investment goals or that our recommended investment strategy will perform as anticipated.